

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

**FEE STATEMENT COVER SHEET FOR THE
PERIOD APRIL 4, 2023 THROUGH JUNE 30, 2023**

Debtor: LTL Management LLC	Name of Applicant: Weil, Gotshal & Manges LLP
Case No.: 23-12825 (MBK)	Client: Special Counsel to LTL Management LLC
Chapter: 11	Case Filed: April 4, 2023 (the “ Petition Date ”)

**SECTION I
FEE SUMMARY**

<input checked="" type="checkbox"/> Interim Fee Application No. <u>1</u>	<input type="checkbox"/> Final Fee Application
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Summary of Amounts Requested for the Period April 4, 2023 through June 30, 2023 (the “**Fee Period**”).

Total Fees for the LTL Debtor:	<u>\$168,715.50</u>
Total Disbursements:	<u>\$262.77</u>
Total Fees Plus Disbursements:	<u>\$168,978.27</u>
Minus 20% Holdback:	<u>\$33,743.10</u>
Amount Sought at this Time:	<u>\$135,235.17</u>

Summary of Amounts Requested for Previous Periods:

	Fees	Expenses
Total Previously Requested:	<u>\$0.00</u>	<u>\$0.00</u>
Total Allowed to Date:	<u>\$0.00</u>	<u>\$0.00</u>
Total Retainer (If Applicable):	<u>\$0.00</u>	<u>\$0.00</u>
Remaining Holdback (If Applicable):	<u>\$0.00</u>	<u>\$0.00</u>
Total Received By Applicant:	<u>\$0.00</u>	<u>\$0.00</u>

**COMPENSATION BY PROFESSIONAL
APRIL 4, 2023 THROUGH JUNE 30, 2023**

The attorneys who rendered professional services in this chapter 11 case during the Fee Period are:

NAME OF PROFESSIONAL: PARTNERS AND COUNSEL	DEPARTMENT†	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Cailteux, Konrad L.	LIT	1985	\$1,550.00	1.10	\$1,705.00
Sullivan, Diane P.	LIT	1987	\$1,550.00	15.30	\$23,715.00
Tsekerides, Theodore E.	LIT	1994	\$1,550.00	1.70	\$2,635.00
Berkovich, Ronit J.	RES	2002	\$1,550.00	16.90	\$26,195.00
Goren, Matthew	RES	2007	\$1,300.00	32.10	\$41,730.00
Total Partners and Counsel:				67.10	\$95,980.00

NAME OF PROFESSIONAL: ASSOCIATES	DEPARTMENT†	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Friedman, Julie T.	RES	2003	\$775.00	6.10	\$4,727.50
George, Jason	RES	2019	\$970.00	83.90	\$81,383.00
Rose, Alexandra Katherine	LIT	2020	\$970.00	6.50	\$6,305.00
Dobbs, Ashlynn	RES	2023	\$605.00	98.80	\$59,774.00
Total Associates:				195.30	\$152,189.50

† RES – Restructuring; LIT – Litigation

The paraprofessionals who rendered professional services in this chapter 11 case during the Fee Period are:

NAME OF PARAPROFESSIONALS:	DEPARTMENT [‡]	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lee, Kathleen Anne	RES	\$395.00	10.10	\$3,989.50
Fabsik, Paul	RES	\$395.00	12.80	\$5,056.00
Total Paraprofessionals:			22.90	\$9,045.50

The total fees for the Fee Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel:	\$1,430.40	67.10	\$95,980.00
Associates:	\$779.26	195.30	\$152,189.50
Paraprofessionals and Other Non-Legal Staff:	\$395.00	22.90	\$9,045.50
Blended Attorney Rate:	\$945.77		
Blended Rate for All Timekeepers:	\$901.62		
Total Fees Incurred:			\$257,215.00

[‡] RES – Restructuring

**SECTION II
SUMMARY OF SERVICES**

**COMPENSATION BY WORK TASK CODE FOR
SERVICES RENDERED BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD APRIL 4, 2023 THROUGH JUNE 30, 2023**

TASK CODE	DESCRIPTION	HOURS	AMOUNT	LTL %	LTL PORTION
L120	Strategy	101.40	\$119,932.00	50%	\$59,966.00
L320	Document Collection & Production	17.50	\$10,634.50	50%	\$5,317.25
L450	Court Conferences & Hearings	58.80	\$46,238.50	50%	\$23,119.25
L601	Automatic Stay	0.20	\$194.00	50%	\$97.00
L602	Weil Retention/Fee Application Preparation	106.80	\$79,286.00	100%	\$79,286.00
L604	Imerys/ Cyprus Info for LTL	0.60	\$930.00	100%	\$930.00
Total Fees Requested:		285.30	\$257,215.00		\$168,715.50

**SECTION III
SUMMARY OF DISBURSEMENTS**

**DISBURSEMENT SUMMARY BY WEIL, GOTSHAL & MANGES LLP
FOR THE PERIOD APRIL 4, 2023 THROUGH JUNE 30, 2023**

DISBURSEMENTS	AMOUNTS	LTL %	LTL PORTION
Online News Monitoring	\$510.00	50%	\$255.00
Printing – B&W	\$15.54	50%	\$7.77
Total Disbursements Requested:	\$525.54		\$262.77

SECTION IV CASE HISTORY

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|--|---|
| (1) Date case filed: | April 4, 2023 |
| (2) Chapter under which case commenced: | Chapter 11 |
| (3) Date of retention: | June 14, 2023 <i>nunc pro tunc</i> to April 4, 2023 [Dkt. 780] (the “ Retention Order ”). ¹ |
| (4) Summarize in brief the benefits to the estate and attach supplements as needed | SEE BELOW |

During the Fee Period, Weil, Gotshal & Manges LLP (“**Weil**”) provided the following services to LTL Management LLC (the “**Debtor**”) including, but not limited to, the following:

Strategy

- Monitored dockets of the chapter 11 cases of *Imerys Talc America, Inc., et al.*, Case No. 19-10289 (LSS), (Bankr. D. Del.) (the “**Imerys Bankruptcy Cases**”), *In re Cyprus Mines Corporation*, Case No. 21-10398 (LSS), (Bankr. D. Del.) (the “**Cyprus Bankruptcy Case**,” and together with Imerys Bankruptcy Cases, “**Imerys/Cyprus Bankruptcy Cases**”), and the Debtor’s bankruptcy case, reviewed relevant pleadings filed and orders issued therein to assess any potential impact on the Debtor and its strategy relating to the Imerys/Cyprus Bankruptcy Cases and to protect the Debtor’s interests in the Imerys/Cyprus Bankruptcy Cases, and prepared updates to the Debtor regarding same.
- Participated in internal team conferences to discuss and analyze strategies and various workstreams in Imerys/Cyprus Bankruptcy Cases.
- Participated in conferences with clients regarding strategy and workstreams in Imerys/Cyprus Bankruptcy Cases

Document Collection & Production

- Prepared daily docket summaries of filings in the Imerys/Cyprus Bankruptcy Cases and Debtor’s bankruptcy case.
- Reviewed documents and coordinated responses to document production request in connection with Debtor’s chapter 11 case.

Court Conferences & Hearings

- Monitored hearings in the Imerys/Cyprus Bankruptcy Cases and the Debtor’s bankruptcy case to determine the impact on the clients in the Imerys/Cyprus Bankruptcy Cases.

¹ The Retention Order entered on June 14, 2023 [Dkt. 780] is attached hereto as **Exhibit A**.

Weil Retention / Fee Application Preparation

- Prepared and filed Debtor's application to retain Weil as special counsel.
- Corresponded with the Office of the United States Trustee for Region 3 (the "UST") to discuss and address questions and issues raised by the UST with respect to Weil's retention application, and drafted and filed a revised proposed retention order in light of the UST's comments.
- Prepared and filed a supplemental certification in support of Weil's retention application..

(5) Anticipated distribution to creditors:	
(a) Administration expense:	Unknown at this time.
(b) Secured creditors:	Unknown at this time.
(c) Priority creditors:	Unknown at this time.
(d) General unsecured creditors:	Unknown at this time.
(6) Final disposition of case and percentage of dividend paid to creditors:	Final dividend percentages are unknown at this time.

I certify under penalty of perjury that the above is true.

Date: August 30, 2023

/s/ Ronit J. Berkovich

Ronit J. Berkovich